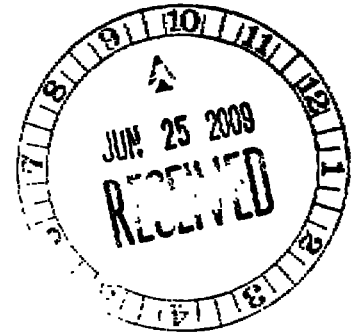


RECORDATION NO 22845-D FILED

JUN 25 '09

3-38 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

June 23, 2009

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Ms. Anne K. Quinlan
Surface Transportation Board
395 F Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated January 23, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 22845.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: BNSF Railway Company
2650 Lou Menk Drive, 1st Floor
Ft. Worth, TX 76131-2830

A description of the railroad equipment covered by the enclosed document is for one hundred forty (140) 4650/4750 cu. ft. capacity covered hopper cars, having FURN and NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

(BNSF 161)

ASSGN. NO. BNSF161

JUN 25 '09

3-38 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this 23rd day of January, 2009, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and BNSF Railway Company ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of July 1, 1995, as amended April 1, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 106 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 23, 2008, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard E. SeymourName: RICHARD E. SEYMOUR
Title: VICE PRESIDENT, RAIL DIVISIONBy: Susan Grakulsky
Name: SUSAN GRAKULSKY
Title: ASSISTANT DIRECTOR OF DOCUMENTATIONExecuted on this 27th day of January, 2009

[CORPORATE SEAL]

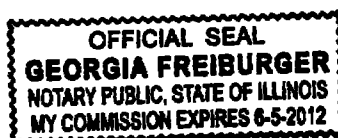
STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD E. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 27th day of January, 2009

Georgia Freiburger
Notary Public

My Commission Expires:

6-2012
(Notary Public)

LESSEE:

BNSF RAILWAY COMPANY

By: RICHARD A. MARGL

Name: Richard A. Margl

Title: AVP Carload Equipment

ATTEST:

By: _____

Name: _____

Title: _____

Executed on this 23rd day of January, 2009

[CORPORATE SEAL]

STATE OF TEXAS

COUNTY OF TARRANT

I, LORALEE M. SURIN, a Notary Public of the County and State aforesaid, certify that RICHARD A. MARGL personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 23rd day of January, 2009.

Loralee M. Surin
Notary Public

Commission Expires:

(Notary Public)

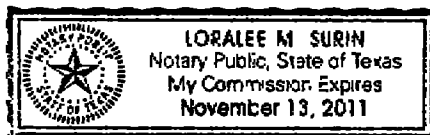


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred forty (140)

DESCRIPTION OF CARS: 4650/4750 cubic foot capacity covered hopper cars equipped with gravity pneumatic gates and round, trough hatches or combination (trough & round) hatches.

CAR NUMBERS:

| | | | |
|-------------|-------------|-------------|-------------|
| FURX 816000 | FURX 816051 | FURX 816191 | FURX 823496 |
| FURX 816002 | FURX 816052 | FURX 816196 | FURX 823499 |
| FURX 816003 | FURX 816054 | FURX 816199 | FURX 823503 |
| FURX 816005 | FURX 816055 | FURX 816200 | FURX 823504 |
| FURX 816007 | FURX 816056 | FURX 816201 | FURX 823507 |
| FURX 816008 | FURX 816057 | FURX 816202 | FURX 823509 |
| FURX 816010 | FURX 816058 | FURX 816203 | FURX 823513 |
| FURX 816011 | FURX 816060 | FURX 816205 | FURX 823515 |
| FURX 816013 | FURX 816061 | FURX 816208 | FURX 823518 |
| FURX 816014 | FURX 816062 | FURX 816210 | FURX 823523 |
| FURX 816015 | FURX 816063 | FURX 816214 | FURX 823524 |
| FURX 816016 | FURX 816064 | FURX 816216 | FURX 823526 |
| FURX 816018 | FURX 816065 | FURX 816219 | FURX 823531 |
| FURX 816020 | FURX 816066 | FURX 816226 | FURX 823536 |
| FURX 816022 | FURX 816067 | FURX 816233 | FURX 823537 |
| FURX 816024 | FURX 816068 | FURX 816235 | FURX 823541 |
| FURX 816025 | FURX 816069 | FURX 816241 | FURX 824480 |
| FURX 816026 | FURX 816070 | FURX 816243 | FURX 824482 |
| FURX 816027 | FURX 816071 | FURX 816244 | FURX 838004 |
| FURX 816028 | FURX 816072 | FURX 816398 | FURX 838012 |
| FURX 816030 | FURX 816073 | FURX 816452 | FURX 838015 |
| FURX 816031 | FURX 816074 | FURX 816471 | FURX 838047 |
| FURX 816032 | FURX 816077 | FURX 816599 | FURX 838048 |
| FURX 816033 | FURX 816078 | FURX 823461 | FURX 838053 |
| FURX 816034 | FURX 816080 | FURX 823465 | FURX 838055 |
| FURX 816035 | FURX 816083 | FURX 823470 | NDYX 838001 |
| FURX 816036 | FURX 816084 | FURX 823476 | NDYX 838016 |
| FURX 816038 | FURX 816085 | FURX 823478 | NDYX 838020 |
| FURX 816039 | FURX 816087 | FURX 823482 | NDYX 838023 |
| FURX 816042 | FURX 816147 | FURX 823483 | NDYX 838028 |
| FURX 816043 | FURX 816172 | FURX 823484 | NDYX 838036 |
| FURX 816044 | FURX 816174 | FURX 823486 | NDYX 838046 |
| FURX 816046 | FURX 816180 | FURX 823487 | NDYX 838063 |
| FURX 816048 | FURX 816187 | FURX 823490 | NDYX 838065 |
| FURX 816050 | FURX 816188 | FURX 823493 | NOKL 815032 |